

SIDLEY AUSTIN BROWN & WOOD LLP

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1501 K STREET, N.W.
WASHINGTON, D.C. 20005
TELEPHONE 202 736 8000
FACSIMILE 202 736 8711
www.sidley.com
FOUNDED 1866

BEIJING
GENEVA
HONG KONG
LONDON
SHANGHAI
SINGAPORE
TOKYO

WRITER'S DIRECT NUMBER
(202) 736-8198

WRITER'S E-MAIL ADDRESS
thynes@sidley.com

March 1, 2004

24610-A

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Termination of Lease between Bank of America, National Association (acting through its Canada branch) ("Lessor") and Canadian Pacific Railway Company ("Lessee"), a secondary document, dated as of February 26, 2004. The primary document to which the enclosed Termination of Lease is related is a Memorandum of Lease of Locomotives, dated as of September 25, 2003, between Bank of America, National Association (acting through its Canada branch) ("Lessor") and Canadian Pacific Railway Company ("Lessee"), which was recorded with the STB on September 25, 2003 under Recordation No. 24610. The Termination of Lease and the Memorandum of Lease of Locomotives each relate to thirty-five (35) AC4400 CW diesel locomotives bearing identification marks and numbers CP 9750 through CP 9784, inclusive.

The names and addresses of the parties to the document are as follows:

LESSOR: Bank of America, National Association
(acting through its Canada branch)
200 Front Street West, Suite 2700
Toronto, Ontario M5V 3L2
Canada

SIDLEY AUSTIN BROWN & WOOD LLP

WASHINGTON, D.C.

Mr. Vernon A. Williams

March 1, 2004

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LESSEE: Canadian Pacific Railway Company
401 9th Avenue, S.W.
Calgary, Alberta T2P 4Z4
Canada

A description of the equipment covered by the documents follows:

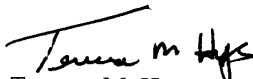
Thirty-five (35) AC4400 CW diesel locomotives bearing identification marks and numbers CP 9750 through CP 9784, inclusive.

The prescribed recordation fee of \$30.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to the person hand-delivering the documents.

A short summary of the document to appear in the index follows:

Termination of Lease dated as of February 26, 2004 between Bank of America, National Association (acting through its Canada branch) ("Lessor") and Canadian Pacific Railway Company ("Lessee"), a secondary document.

Sincerely yours,


Terence M. Hynes

TMH:aat

24610-A

TERMINATION OF LEASE

THIS TERMINATION OF LEASE (this "**Termination**") is made this 26th day of February, 2004 between **BANK OF AMERICA, NATIONAL ASSOCIATION (acting through its Canada branch)** (the "**Lessor**") and **CANADIAN PACIFIC RAILWAY COMPANY** (the "**Lessee**"). Unless otherwise defined herein or the context requires otherwise, all capitalized terms used herein shall have the same meaning as given to such terms in Appendix A to the transactions agreement dated as of September 25, 2003 between the Lessor and the Lessee.

WHEREAS, the Lessor and Lessee are parties to that certain Lease of Locomotives dated as of September 25, 2003 (the "**Lease**") pursuant to which Lessor did lease to Lessee thirty five (35) AC4400 CW diesel locomotives together with all parts or components thereof and all replacements, substitutions, modifications, accessions, attachments, enhancements or accessories of or to such locomotives and all warranties, insurance, logs, manuals, books and records in respect of such locomotives, described more fully in the Lease and identified by the reporting marks and numbers listed on Schedule A hereto;

WHEREAS, the Lessor and the Lessee are parties to that certain Memorandum of Lease of Locomotives, dated as of September 25, 2003, a copy of which was duly filed with (i) the Surface Transportation Board (the "**STB**") on September 25, 2003 at 4:50 p.m. under Recordation Number 24610 and (ii) the Registrar General of Canada (the "**RGC**") (the "**Memorandum of Lease**"); and

WHEREAS, the Lessor and the Lessee now desire to terminate and cancel the Lease and the Memorandum of Lease and to record such termination and cancellation with the STB and RGC.

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor and the Lessee agree as follows:

1. The Lessor and the Lessee hereby terminate and cancel the Lease and the Memorandum of Lease and agree that no right, duties or liabilities under each of the Lease and the Memorandum of Lease shall survive such termination and cancellation, except with respect to any agreement of any party provided in the Operative Documents to indemnify or reimburse any other party in respect of Claims attributable to circumstances existing or acts, event, liabilities, conditions or damages occurring or accruing on or prior to the date hereof.
2. The Lessor and the Lessee agree to record this Termination with the STB and the RGC.
3. This Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

4. This Termination is governed by, and is to be construed and interpreted in accordance with, the laws of the Province of Alberta and the federal laws of Canada applicable in the Province of Alberta.

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Termination of Lease to be duly executed and delivered as of the date first above written.

**BANK OF AMERICA, NATIONAL
ASSOCIATION
by its Canada branch**

By: _____

Name: _____

Title: _____


NELSON LAM
VICE PRESIDENT

**CANADIAN PACIFIC RAILWAY
COMPANY**

By: _____

Name: J. Joseph Doolan

Title: Vice President and Treasurer

4. This Termination is governed by, and is to be construed and interpreted in accordance with, the laws of the Province of Alberta and the federal laws of Canada applicable in the Province of Alberta.

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Termination of Lease to be duly executed and delivered as of the date first above written.

**BANK OF AMERICA, NATIONAL
ASSOCIATION
by its Canada branch**

By: _____
Name: _____
Title: _____

**CANADIAN PACIFIC RAILWAY
COMPANY**

By: _____
Name: J. Joseph Doolan
Title: Vice President and Treasurer

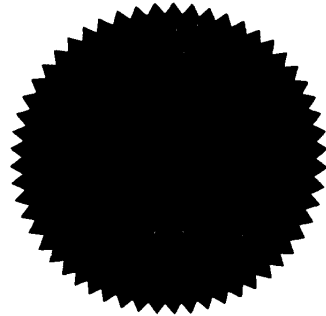
CITY OF Toronto)
)
PROVINCE OF Ontario) ss:

On the 26th day of February, 2004, before me personally appeared Nelson Lam to me personally known, or sufficiently identified, who being by me duly sworn, said that he is the Vice President of BANK OF AMERICA, NATIONAL ASSOCIATION (acting through its Canada branch), that the said instrument was signed on behalf of the said entity with all due corporate authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said entity.



Notary Public

My Commission expires: Perpetual



CITY OF _____)
)
PROVINCE OF _____) ss:

On the ____ day of February, 2004, before me personally appeared _____ to me personally known, or sufficiently identified, who being by me duly sworn, said that (s)he is the _____ of CANADIAN PACIFIC RAILWAY COMPANY, that the said instrument was signed on behalf of the said entity with all due corporate authority, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the said entity.

Notary Public

My Commission expires: _____

CITY OF _____)
)
PROVINCE OF _____) ss:

On the ____ day of February, 2004, before me personally appeared _____ to me personally known, or sufficiently identified, who being by me duly sworn, said that (s)he is the _____ of BANK OF AMERICA, NATIONAL ASSOCIATION (acting through its Canada branch), that the said instrument was signed on behalf of the said entity with all due corporate authority, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the said entity.

Notary Public

My Commission expires: _____

CITY OF Calgary)
)
PROVINCE OF Alberta) ss:

On the 25th day of February, 2004, before me personally appeared J. Joseph Deolan to me personally known, or sufficiently identified, who being by me duly sworn, said that (s)he is the Vice President and Treasurer of CANADIAN PACIFIC RAILWAY COMPANY, that the said instrument was signed on behalf of the said entity with all due corporate authority, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the said entity.

Jason Baradash
Notary Public JASON W. BARADASH
Barrister & Solicitor

My Commission expires: perpetual

Schedule A
Equipment List

Thirty five (35) AC4400 CW diesel locomotives, manufactured by General Electric, with reporting marks and numbers as follows:

	Reporting Marks and Numbers	Serial Numbers		Reporting Marks and Numbers	Serial Numbers
1.	CP 9750	54445	31.	CP 9780	54475
2.	CP 9751	54446	32.	CP 9781	54476
3.	CP 9752	54447	33.	CP 9782	54477
4.	CP 9753	54448	34.	CP 9783	54478
5.	CP 9754	54449	35.	CP 9784	54479
6.	CP 9755	54450			
7.	CP 9756	54451			
8.	CP 9757	54452			
9.	CP 9758	54453			
10.	CP 9759	54454			
11.	CP 9760	54455			
12.	CP 9761	54456			
13.	CP 9762	54457			
14.	CP 9763	54458			
15.	CP 9764	54459			
16.	CP 9765	54460			
17.	CP 9766	54461			
18.	CP 9767	54462			
19.	CP 9768	54463			
20.	CP 9769	54464			
21.	CP 9770	54465			
22.	CP 9771	54466			
23.	CP 9772	54467			
24.	CP 9773	54468			
25.	CP 9774	54469			
26.	CP 9775	54470			
27.	CP 9776	54471			
28.	CP 9777	54472			
29.	CP 9778	54473			
30.	CP 9779	54474			